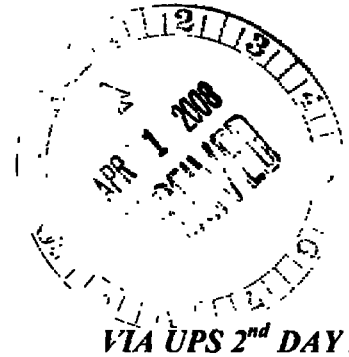


RECORDATION NO 22145-X FILED

APR 01 '08

2-50 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318 7575
Fax 847.318.7588
www.firstunionrail.com

March 28, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Amendment to Memorandum of Lease

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of an Amendment to Memorandum of Lease Agreement, dated March 21, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22145.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Southwest Rail Industries, Inc.
601 South East Street
Weimar, TX 78962

A description of the railroad equipment covered by the enclosed document is for thirty five (35) 5701 cu. ft. capacity; covered hopper cars having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Amendment to Memorandum of Lease

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.
Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Marcia Dunne".

Marcia Dunne
Rail Documentation Specialist

Enclosures

(SR11024)

AMENDMENT TO MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS AMENDMENT TO MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21st day of March, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Southwest Rail Industries, Inc. ("Lessee"), a Texas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 1, 1993, as amended and assigned thereto, whereby Lessor has agreed to lease to Lessee certain railcars (the "Cars") pursuant to Rider No. 18 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto; and

A Memorandum evidencing such Rider No. 18 (and such Lease) was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on October 31, 2005 at 1:27 p.m. with primary Recordation Number 22145.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

- a) Exhibit A to such Memorandum is amended as follows:
 - 1) Effective March 1, 2008, the Rider is increased by two Cars, and all Cars originally covered the Rider are deleted and replaced by the Cars listed on the attached revised Exhibit A;
 - b) Except as amended hereby, the terms and conditions of such Memorandum of Lease remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to Memorandum of Lease to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Susan Grokulskey
 Name: SUSAN GROKULSKY
 Title: ASST. DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour
 Name: RICHARD F. SEYMOUR
 Title: VICE PRESIDENT SALES & MARKETING
 Executed on this 21st day of March, 2008.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

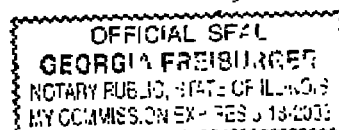
I, GEORGIA FREIBURGER, a Notary Public of the State and County aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 21st day of March, 2008.

Notary Public

My Commission Expires:

5-2008
 (Notary Public)



LESSEE:

SOUTHWEST RAIL INDUSTRIES, INC.

ATTEST:

By: [Signature]
Name: Lisa M. Evin
Title: Custom Service

By: [Signature]
Name: RA Wolsko
Title: VP

Executed on this ___ day of _____, ____.

[CORPORATE SEAL]

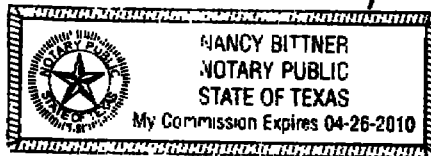
STATE OF Texas
COUNTY OF Colorado

I, Nancy Bittner, a Notary Public of the State and County aforesaid,
certify that RA Wolsko personally appeared before me this day and acknowledged his due
execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 13th day of March, 2008

[Signature]
Notary Public

My Commission Expires:
4-26-2010
(Notary Public)



REVISED EXHIBIT A TO MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty-five (35)

DESCRIPTION OF CARS: 5701 cu. ft. capacity plastic pellet covered hopper cars, 100-ton capacity, lined with Ameron 428 interior coating. equipped with pneumatic gates and one vented hatch cover per compartment.

CAR NUMBERS:

FURX	870019
FURX	870118
FURX	870146
FURX	870151
FURX	870157
FURX	870201
FURX	870207
FURX	870328
FURX	870348
FURX	870371
FURX	870384
FURX	870448
FURX	870460
FURX	870462
FURX	870471
FURX	870476
FURX	870481
FURX	870489
FURX	870497
FURX	870509
FURX	870515
FURX	870563
FURX	870579
FURX	870586
FURX	870593
FURX	876001
FURX	876010
FURX	876014
FURX	876016
FURX	876017
FURX	876018
FURX	876020
FURX	876021
FURX	876023
FURX	876025